

**OSTER**  
**Researching Services**

12897 Colonial Dr. • Mt. Airy, Md. 21771  
301-253-6040

0100079008

RECORDATION NO. 18675  
FILED 1425  
JAN 3 - 1994 - 8 55 AM  
INTERSTATE COMMERCE COMMISSION

January 3, 1993

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed is a Memorandum of Lease of Railroad Equipment dated  
12/27/93 between the following parties:

Lessor: Helm-Atlantic Associates Limited Partnership  
One Embarcadero Center  
San Francisco, CA 94111

Lessee: Helm Financial Corporation  
One Embarcadero Center  
San Francisco, CA 94111

The equipment involved in this transaction includes:

Equipment: up to 244, 52'6" 100-ton Gondolas  
A. R. 1000-1243

Please file this agreement as a primary document. The filing fee  
of \$18 is enclosed.

Sincerely,

*Mary A. Oster*

Mary Ann Oster  
Research Consultant

Enclosures

RECEIVED  
OFFICE OF THE  
SECRETARY  
JAN 8 1994  
LICENSING BRANCH

*C. Cunningham Mary A. Oster*

**Interstate Commerce Commission**

**Washington, D.C. 20423**

OFFICE OF THE SECRETARY

1/3/94

Mary A. Oster

Research Consultant

Oster researching Services

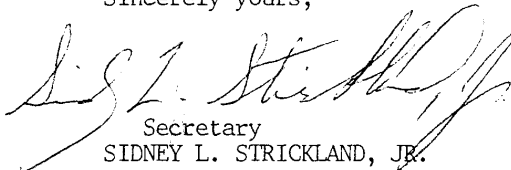
12897 Colonial Drive

Mt Airy, Maryland 21771

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions  
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,  
on 1/3/94 at 8:55am, and assigned  
recordation number(s). **18675**

Sincerely yours,

  
Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 8675 FILED 1425

MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT

Jan 3 - 1994 - 8 55 AM

INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT made as of December 27, 1993 is intended to evidence the Lease of Railroad Equipment, dated as of December 23, 1993 (the "Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessee"), and HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership ("Lessor"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease up to (244) 52-ft 6-in, 100-ton gondola railcars numbered NSHR 1000-1243. Lessee leased from Lessor the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR

LESSEE

HELM-ATLANTIC ASSOCIATES  
LIMITED PARTNERSHIP  
by Helm Atlantic Corporation,  
its general partner

HELM FINANCIAL CORPORATION

By: 

By: 

Title: Chief Executive Officer

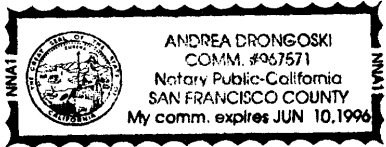
Title: Chief Financial Officer

Date: 12/24/93

Date: 12/24/93

STATE OF CALIFORNIA            )  
  ) §  
COUNTY OF SAN FRANCISCO    )

On December 29, 1993, before me, personally appeared Richard C. Kirchner, Chief Executive Officer of **HELM ATLANTIC CORPORATION**, personally known to me, who, being by me duly sworn, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

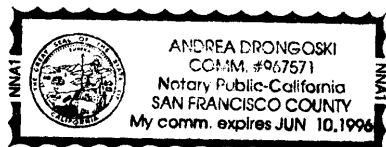


*Andrea Drongoski*  
\_\_\_\_\_  
Notary Public

My Commission Expires: 6-10-96

STATE OF CALIFORNIA            )  
  ) §  
COUNTY OF SAN FRANCISCO    )

On this December 29, 1993, before me personally appeared John F.Dains, to me personally known, who, being by me duly sworn, says that he is Chief Financial Officer of **HELM FINANCIAL CORPORATION**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



*Andrea Drongoski*  
\_\_\_\_\_  
Notary Public

My Commission Expires: 6-10-96